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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
SEARS HOLDINGS CORPORATION, et al. ¹)	Case No. 18-23538 (RDD)
Debtors.)	(Jointly Administered)
)	

**MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF SEARS HOLDINGS CORPORATION, ET AL. FOR LEAVE TO FILE UNDER
SEAL PORTIONS OF OBJECTION TO THE DISCLOSURE STATEMENT MOTION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

The Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above captioned chapter 11 cases (the “Chapter 11 Cases”), by and through its undersigned counsel, respectfully submits this motion (the “Sealing Motion”) pursuant to the *Amended Stipulated Protective Order* entered on December 4, 2018 [ECF No. 1084] (the “Amended Stipulated Protective Order”), which requires the filing under seal of certain redacted portions of the Creditors Committee’s objection (the “Disclosure Statement Objection”)² to the *Motion for An Order (I) Approving Disclosure Statement; (II) Establishing Notice and Objection Procedures for Confirmation of the Plan; (III) Approving Solicitation Packages and Procedures for Distribution Thereof; (IV) Approving Forms of Ballots and Establishing Procedures for Voting on the Plan; and (V) Granting Related Relief* [ECF No. 3277] (the “Disclosure Statement Motion”) and certain exhibits attached to the Disclosure Statement Objection (collectively, the “Sealed Documents”). A proposed order is attached hereto as **Exhibit 1**.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the Southern District of New York, dated December 1, 2016.

2. Venue is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a) and 107(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 9018-1 and 9077-1(b) of the Local

² Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Disclosure Statement Objection or the *Amended Joint Chapter 11 Plan of Sears Holdings Corporations and Its Affiliated Debtors* [ECF No. 3894] (the “Amended Plan”), as applicable.

Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

BACKGROUND

4. To facilitate the provision of confidential materials to the Creditors’ Committee throughout the Chapter 11 Cases in connection with the discovery requests and conversations among the parties, the Debtors and the Creditors’ Committee entered into a stipulated protective order, which was filed and so-ordered by the Court on November 9, 2018 [ECF No. 605]. The Debtors and the Creditors’ Committee subsequently entered into the Amended Stipulated Protective Order on December 4, 2018 [ECF No. 1084].

5. The Amended Stipulated Protective Order establishes the procedures for designating discovery material as either Confidential or Highly Confidential and provides the terms for the limited use of such materials. Moreover, the Amended Stipulated Protective Order governs the use of Confidential and Highly Confidential materials in pleadings or other papers filed with the Court. Specifically, the Amended Stipulated Protective Order requires that all portions of pleadings, motions or other papers filed with the Court that disclose Confidential or Highly Confidential materials be filed under seal. *See Amended Stipulated Protective Order ¶ 13.*

6. In connection with plan-related discussions, the Creditors’ Committee has received certain documents from the Debtors labeled Confidential or Highly Confidential, including the Debtors’ most recent administrative expense tracker and budget (collectively, the “Confidential Materials”).

7. On May 16, 2019, the Debtors filed the *Disclosure Statement for Amended Joint Chapter 11 Plan of Sears Holdings Corporations and Its Affiliated Debtors* [ECF No. 3895] (the “Amended Disclosure Statement”) and the related Amended Plan. The Amended Plan

implements certain modifications to the initial plan filed by the Debtors on April 17, 2019 [ECF No. 3275] and the related disclosure statement [ECF No. 3276].

8. For myriad reasons set forth in the Disclosure Statement Objection, the Creditors' Committee opposes the Debtors' request for approval to solicit the Amended Plan. The Disclosure Statement Objection relies, in part, on the Confidential Materials and includes several references and citations thereto.

BASIS FOR RELIEF

9. The Sealed Documents rely upon, describe and cite to documents and information that have been designated wholesale under the Amended Stipulated Protective Order as Confidential or Highly Confidential. As such, the Creditors' Committee is complying with its obligations under the Amended Stipulated Protective Order to seek to file certain portions of the Disclosure Statement Objection under seal. Accordingly, The Creditors' Committee will redact portions of the Disclosure Statement Objection citing to or premised upon the Confidential Materials and will publicly file a redacted version.

RESERVATION OF RIGHTS

10. The Creditors' Committee reserves its right to object to the designation of Confidential and Highly Confidential information, including the designation of the information contained in the Sealed Documents.

NOTICE

11. Notice of this Sealing Motion will be provided in accordance with the procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 [ECF No. 405]. The Creditors' Committee respectfully submits that no further notice is required.

CONCLUSION

WHEREFORE, the Creditors' Committee respectfully requests that the Court authorize the Creditors' Committee to file the Sealed Documents under seal or any such other and further relief deemed just, proper, and equitable.

New York, New York

Dated: May 22, 2019

AKIN GUMP STRAUSS HAUER & FELD LLP

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Exhibit 1

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER ON MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SEARS HOLDINGS CORPORATION, *ET AL.* FOR
LEAVE TO FILE UNDER SEAL PORTIONS OF OBJECTION TO
THE DISCLOSURE STATEMENT MOTION**

Upon the motion (the “Sealing Motion”)² of the Creditors’ Committee; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Sealing Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Sealing Motion is pursuant to the Amended Stipulated Protective Order [ECF No. 1084]; and

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² Capitalized terms used herein but not defined shall have the meanings given to them in the Sealing Motion.

the Court having found that the Creditors' Committee provided appropriate notice of the Sealing Motion; and the Court having reviewed the Sealed Documents and determined that the Sealed Documents should be filed under seal; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Creditors' Committee is authorized to file the Sealed Documents under seal.
2. Notice of the Sealing Motion as provided therein shall be deemed good and sufficient and the requirements of the Local Bankruptcy Rules are satisfied by such notice.
3. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.
4. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
5. The Creditors' Committee is authorized to take all actions necessary to effectuate the ruling set forth in this Order.
6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2019
White Plains, New York

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE